

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

CENGAGE LEARNING, INC.	)	
(f/k/a THOMSON LEARNING, INC.)	)	
PEARSON EDUCATION, INC.	)	
JOHN WILEY & SONS, INC., AND	)	
THE MCGRAW-HILL COMPANIES, INC.,	)	
	)	
Plaintiffs,	)	
	)	07 Civ. 8540 (CM)
	)	
-against-	)	ECF CASE
	)	
BUCKEYE BOOKS,	)	
USED BOOK EXCHANGE,	)	
TEXTBOOKSRUS.COM, LLC, and	)	
PHILIP SMYRES,	)	
	)	
Defendants	)	

**MOTION TO DISMISS**

Defendants, BUCKEYE BOOKS, USED BOOK EXCHANGE, TEXTBOOKSRUS.COM, LLC and PHILIP SMYRES, by and through their undersigned attorneys, pursuant to Rule 12(b) of the Federal Rules of Civil Procedure, file this motion to dismiss for the purpose of challenging the jurisdiction of the court and do not enter an appearance in the within cause, and defendants hereby move to dismiss this action with prejudice on the following grounds:

1. The Court has no jurisdiction of the persons of defendants in that the Plaintiffs have not shown that Defendants have sufficient minimum contacts to sustain the Court's jurisdiction over their persons.

Defendants respectfully request that this Court dismiss this action with prejudice for lack of personal jurisdiction, and award Defendants their reasonable attorney's fees.

In support of this motion, Defendants respectfully refer the Court to the complaint, a copy of which is annexed hereto as Exhibit A, and to the accompanying memorandum in support of the motion to dismiss.

DATED this 25<sup>th</sup> day of October, 2007.

Respectfully submitted,

McGARRY & SIMON,  
Attorneys for Defendants

By: \_\_\_\_\_/s/\_\_\_\_\_  
William A. Simon (WS4604)  
A Member of the Firm  
317 Madison Avenue, Suite 1511  
New York, New York 10017  
Ph: (212) 867-0100  
Fax: (212) 867-3243

TO: AARON GEORGHIADES, ESQ.  
Attorney for Defendants  
c/o Cozen & O'Connor  
909 Third Avenue  
New York, New York 10022  
Ph: (212) 453-3890  
Fax: (212) 207-4938